

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE: (312) 984-3824

ANTHONY J. BARTON
DIRECTOR-EQUIPMENT FINANCING
ASSISTANT TREASURER & ASSISTANT SECRETARY

RECORDATION NO. 15516-A FILED 1988

JUN 13 1988-9 30 AM

INTERSTATE COMMERCE COMMISSION

June 10, 1988

8 165A060

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2215
Washington, DC 20423

No. JUN 13 1988
Date
Fee \$ 13.00

ICC Washington, D. C.

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C.
Section 11303(a) and the regulations promulgated thereunder are
four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1
dated as of May 31, 1988, a secondary document
supplementing the Manufacturing Agreement
dated as of February 24, 1988.

Parties to this transaction are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, IL 60606

Thrall Car Manufacturing Company (Manufacturer)
26th and State Street
Chicago Heights, IL 60411

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked*	Numbered
5-platform, con- tainer well cars Contract T-5B87-T	FC	50	DTTX	72050-72099

* All units will have marked on each side the following legend,
"Ownership Subject to a Security Agreement Filed with the
Interstate Commerce Commission".

*Thank this
will be
15516-A
Counsel
James
Hawes*

NOTED
JUN 13 9 19 AM '88
100-411-001

Honorable Noreta R. McGee
June 10, 1988
Page Two

Enclosed is our check in the amount of \$13.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

- (1) Manufacturing Agreement dated February 24, 1988, recorded on March 1, 1988, at 10:25 a.m., recordation number 15516.

A short summary of this Manufacturing Agreement Supplement No. 1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 50 5-platform, container well cars numbered 72050-72099."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to the bearer.

Sincerely yours,



Anthony J. Barton
Director - Equipment Financing
and Assistant Treasurer

AJB:kbb

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/13/88

OFFICE OF THE SECRETARY

Anthony J. Barton
Trailer Train Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/13/88 at 9:30am , and assigned recordation number(s). 15516-A

Sincerely yours,

Narita L. McLee
Secretary

Enclosure(s)

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of May 31, 1988, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

REGISTRATION NO. 15316-A
JUN 13 1988-9 21 AM
INTERSTATE COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of February 24, 1988, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

THRALL CAR MANUFACTURING COMPANY

By: George S. McNally
Vice President

(Corporate Seal)

ATTESTATION:

P. L. Ledel
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas D. Marion
Treasurer

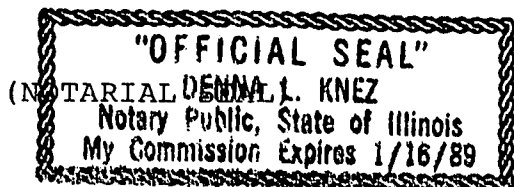
(Corporate Seal)

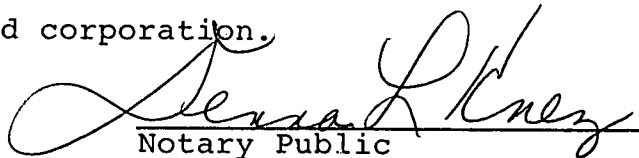
ATTESTATION:

Anthony J. Barton
Assistant Secretary

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

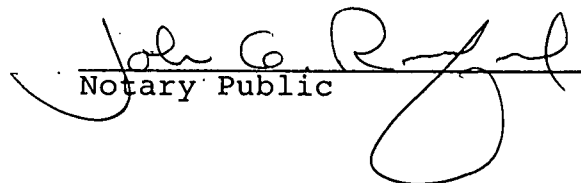
On this 31st day of May 1988, before me personally appeared GEORGE S. McNALLY, to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT of THRALL CAR MANUFACTURING COMPANY that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



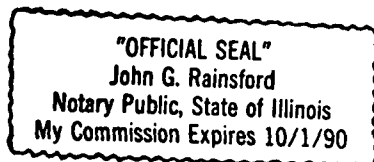

Notary Public

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 31st day of May 1988, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

THRALL CAR MANUFACTURING COMPANY
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	50	72050-72099	\$:		July-Aug. '88	T-5B87-T

Item 2: December 31, 1988

Item 3: To be determined.

Item 4: 26th and State Street
Chicago Heights, IL 60411

* Five-Unit Articulated Well Cars of 125 ton capacity, capable of 48'/40' containers with 20' container capability in end wells, built in accordance with Trailer Train specification number 68-43-011586 dated January 15, 1986, revised February 1, 1988, and Thrall Car Manufacturing specification number FCA-292-0508.